

PROSPECTUS SUPPLEMENT NOS. 13 AND 1  
(To Prospectuses dated December 6, 2022 and January 17, 2024)

## Generation Income Properties, Inc.

This prospectus supplement updates, amends, and supplements the prospectuses dated December 6, 2022 and January 17, 2024 (the “Prospectuses”), which form a part of our registration statements on Form S-11 (No. 333-235707 and 333-274786, respectively) (the “Registration Statements”). This prospectus supplement is being filed to update and supplement the information in the Prospectuses with the information contained in our current report on Form 8-K, filed with the Securities and Exchange Commission on January 31, 2024 (the “Report”). Accordingly, we have attached the Report to this prospectus supplement.

You should read this prospectus supplement in conjunction with the Prospectuses, including any amendments and supplements thereto. This prospectus supplement is qualified by reference to the Prospectuses, except to the extent that the information contained in this prospectus supplement supersedes the information contained in the Prospectuses. This prospectus supplement is not complete without, and may not be utilized except in connection with, the Prospectuses.

*Investing in our securities involves significant risks. See the section entitled “Risk Factors” in each of the Prospectuses and in Item 1A of our Annual Report on Form 10-K filed on March 28, 2023 to read about factors you should consider before investing in our securities.*

*Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if the Prospectuses are or this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.*

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The date of this prospectus supplement is January 31, 2024.

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 31, 2024

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**GENERATION INCOME PROPERTIES, INC.**

(Exact Name of Registrant as Specified in its Charter)

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**Maryland**  
(State or Other Jurisdiction of  
Incorporation)

**001-40771**  
(Commission  
File Number)

**47-4427295**  
(IRS Employer  
Identification No.)

**401 East Jackson Street, Suite 3300**  
**Tampa, Florida**  
(Address of Principal Executive Offices)

**33602**  
(Zip Code)

Registrant's telephone number, including area code: (813)-448-1234

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	GIPR	The Nasdaq Stock Market LLC
Warrants to purchase Common Stock	GIPRW	The Nasdaq Stock Market LLC

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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 1.01. Entry into a Material Definitive Agreement.**

On January 31, 2024, Generation Income Properties, Inc. (the “Company”), issued 2,794,597 shares of its common stock (the “Redemption Shares”) in redemption of all 2,400,000 issued and outstanding shares of its Series A Redeemable Preferred Stock, par value \$0.01 per share (“Series A Preferred Stock”), pursuant to the optional redemption right set forth in Section 5(b) of the Articles Supplementary for the Series A Preferred Stock (“Articles Supplementary”).

The Redemption Shares were issued to the sole former holder of the Company’s Series A Preferred Stock upon the redemption thereof pursuant to an exemption from registration provided by Section 3(a)(9) of the Securities Act of 1933, as amended, and upon similar exemptions under applicable state laws. This exemption is available to the Company because the Redemption Shares were exchanged by the Company with its existing security holder in accordance with the terms of the Articles Supplementary governing the Series A Preferred Stock with no commission or other remuneration being paid or given for soliciting such an exchange.

**Item 7.01. Regulation FD Disclosure.**

On January 31, 2024, the Company issued a press release announcing the issuance of 2,794,587 shares of its common stock pursuant to the redemption of its issued and outstanding shares of Series A Preferred Stock. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information in this Item 7.01 and the related information in Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that section and shall not be deemed incorporated by reference in any filing made by the Company under the Securities Act or the Exchange Act except as set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit

No.      Description

[99.1](#)      [Press Release dated January 31, 2024](#)

104      Cover Page Interactive Data File (embedded within the Inline XBRL document)

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